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PTO/SB/81 (02-01)

Approved for use through 10/31/2002. OMB 0651-0035

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POWER OF ATTORNEY OR AUTHORIZATION OF AGENT

| | |
|------------------------|-----------------------------|
| Application Number | TBA |
| Filing Date | JULY 29, 2003 |
| First Named Inventor | MARC MULLER |
| Title | PROCESS FOR THE MANUFACTURE |
| Group Art Unit | TBA |
| Examiner Name | TBA |
| Attorney Docket Number | 21296 |

I hereby appoint:

☒ Practitioners at Customer Number

Place Customer
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☐ Practitioner(s) named below:

| Name | Registration Number |
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| | |
| | |
| | |
| | |

as my/our attorney(s) or agent(s) to prosecute the application identified above, and to transact all business in the United States Patent and Trademark Office connected therewith.

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☒ Firm or
Individual Name

William H. Epstein, Reg. No. 20008

Address Gibbons, Del Deo, Dolan, Griffinger & Vecchione

Address One Riverfront Plaza

City Newark State NJ Zip 07102

Country

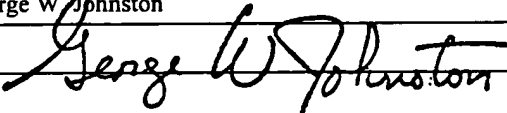
Telephone 973-596-4608 Fax 973 639-6397

I am the:

☐ Applicant/Inventor.

☒ Assignee of record of the entire interest. See 37 CFR 3.71.
Statement under 37 CFR 3.73(b) is enclosed. (Form PTO/SB/96).

SIGNATURE of Applicant or Assignee of Record

| | |
|-----------|--|
| Name | George W. Johnston |
| Signature |  |
| Date | |

NOTE: Signatures of all the inventors or assignees of record of the entire interest or their representative(s) are required. Submit multiple forms if more than one signature is required, see below*.

☐ *Total of _____ forms are submitted.

Burden Hour Statement: This form is estimated to take 3 minutes to complete. Time will vary depending upon the needs of the individual case. Any comments on the amount of time you are required to complete this form should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, Washington, DC 20231. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

Declaration and Power of Attorney for Patent Application

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name,

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled

PROCESS FOR THE MANUFACTURE OF 3-AMINO-PYRROLIDINE DERIVATIVES

the specification of which

(check one)

☒ is attached hereto

☐ was filed on _____ as

Application Serial No. _____

and was amended on _____
(if applicable)

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the patentability of this application in accordance with Title 37, Code of Federal Regulations, § 1.56(a).

I hereby claim foreign priority benefits under Title 35, United States Code, § 119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

Prior Foreign Application(s)

Priority Claimed

| | | |
|---------------------------------|------------------------------|--|
| 02016944.7 _____ (Number) | Europe _____ (Country) | 1 / August / 2002 _____ (Day/Month/Year Filed) |
| _____ (Number) | _____ (Country) | _____ (Day/Month/Year Filed) |
| _____ (Number) | _____ (Country) | _____ (Day/Month/Year Filed) |

| | |
|--|--------------------------------|
| <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <input type="checkbox"/> Yes | <input type="checkbox"/> No |

I hereby claim the benefit under Title 35, United States Code, § 120 of any U. S. application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, § 112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, § 1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

| (Application Serial No.) | (Filing Date) | (Status) (patented, pending, abandoned) |
|--------------------------|---------------|--|
| | | |
| | | |

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful statements may jeopardize the validity of the application or any patent issued thereon.

POWER OF ATTORNEY: As a named inventor, I hereby appoint the following attorney(s) and/or agent(s) to prosecute this application and transact all business in the Patent and Trademark Office connected therewith.

☒ Practitioners at Customer Number 00151

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Direct telephone calls to: (name and telephone number)

Lyman H. Smith (973) 235-3916

Full name of sole or first inventor

Marc Muller

Inventors signature

Date

July 22, 2003

Residence

F-68300 Saint-Louis, France

Citizenship

French

Post Office Address

3, rue Adalbert de Baerenfels, F-68300 Saint-Louis, France

Full name of sole or second inventor

Milan Soukup

Inventors signature

Date

July 22, 2003

Residence

CH-4103 Bottmingen, Switzerland

Citizenship

Czech

Post Office Address

Efeuweg 5, CH-4103 Bottmingen, Switzerland

Title 37, Code of Federal Regulations, §1.56, duty to disclose information material to patentability (in part) provides, in part, that each individual associated with the filing and prosecution of a patent application has a duty of candor and good faith in dealing with the Office, which includes a duty to disclose to the Office all information known to that individual to be material to patentability as defined in this section. The duty to disclose information exists with respect to each pending claim until the claim is cancelled or withdrawn from consideration, or the application becomes abandoned.

Under this section, information is material to patentability when it is not cumulative to information already of record or being made of record in the application, and

- (1) It establishes, by itself or in combination with other information, a prima facie case of unpatentability of a claim: or
- (2) It refutes, or is inconsistent with, a position the applicant takes in:
 - (i) Opposing an argument of unpatentability relied on by the Office, or
 - (ii) Asserting an argument of patentability.

Recordation Form Cover Sheet

PATENTS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of the conveying party (ies):

Marc Muller and Milan Soukup

Additional name(s) of conveying parties attached?

☐ Yes ☒ No

Nature of Conveyance:

☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: July 22, 2003

2. Name and address of receiving party(ies):

Name: Basilea Pharmaceutica AG,
a Swiss CompanyStreet Address: 487 Grenzacherstrasse, CH-4058 Basle
SwitzerlandAdditional name(s) attached? ☐ Yes ☒ No

4. Application or Registration Number(s)

If this application is being filed with a new application, the execution date of the new application is:

A. Patent Application Numbers

B. Patent Registration Numbers

Additional Numbers attached? ☐ Yes ☒ No5. Name and Address of party to whom
correspondence concerning document should
be mailed:Name: Intellectual Property Docket
AdministratorFirm: Gibbons, Del Deo Dolan, Griffinger
& VecchioneAddress: One Riverfront Plaza
City: Newark State: N.J. Zip: 07102-5497

6. Total Number of applications and registrations involved: 1

7. Total Fee: \$40.00

☐ Enclosed☒ Authorized to be charged to Deposit Account

8. Deposit Account Number:

03-3839

(attach duplicate copy of this page if paying by deposit account)

9. Statement and Signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document

Name: William H. Epstein, Reg. No.: 20,008 Signature: W H Epstein Date: July 29, 2003

Assignment

WHEREAS, I/WE

Marc Muller, Milan Soukup

the ASSIGNOR(S), have invented certain new and useful improvements in

PROCESS FOR THE MANUFACTURE OF 3-AMINO-PYRROLIDINE DERIVATIVES

which are described and claimed in application for United States Letters Patent in respect of which a Declaration and Power of Attorney was executed on

July 22, 2003

which application is based upon the following foreign application(s)

in Europe on August 1, 2002 under No. 02016944.7

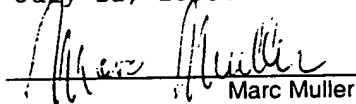
NOW, THEREFOR, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable considerations to me (us) in hand paid, the receipt and sufficiency whereof are hereby acknowledged, I/we have sold, assigned and set over, and by these presents do hereby sell, assign and set over unto

**Basilea Pharmaceutica AG, a Swiss Company
487 Grenzacherstrasse, CH-4058 Basle (Switzerland) the Assignee**

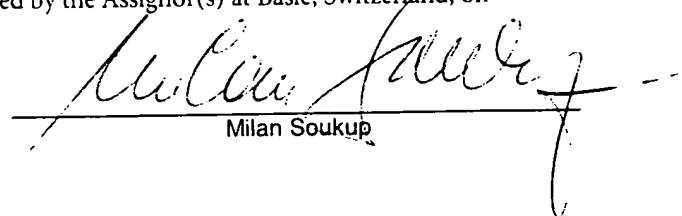
and the said Assignee's legal representatives, successors and assigns, the entire right, title and interest, in and to the said invention within the United States of America and its territories and possessions, and in and to said application and the Letters Patent of the United States of America that may be granted therefor, together with the right to extend the protection thereof to the various territories and possessions now owned or which may be acquired hereafter by the United States of America; and I/we do hereby request and authorize the Commissioner of Patents to issue said Letters Patent to the above-mentioned Assignee agreeably with the terms of this assignment.

UPON SAID CONSIDERATION, I/we do hereby covenant and agree with the said Assignee that I/we will not execute any writing or do any act whatsoever conflicting with these presents, and that I/we will at any time upon request without further or additional consideration, but at the expense of the said Assignee, execute such additional assignments and other writings and do such additional acts as said Assignee may deem necessary or desirable to perfect the Assignee's enjoyment of this grant, and render all necessary assistance in making application for and obtaining original, divisional, reissued, or extended Letters Patent of the United States of America on said invention, and in enforcing any rights or choses in action accruing as a result of such applications or patents, including but not limited to, giving testimony in any proceedings or transactions involving such applications or patents, and executing preliminary statements and other affidavits, it being understood that the foregoing covenant and agreement shall bind and inure to the benefit of the assigns and legal representatives of all parties hereto.

IN WITNESS WHEREOF, this Assignment has been executed by the Assignor(s) at Basle, Switzerland, on
July 22, 2003.



Marc Muller



Milan Soukup